



Governance Committee
December 6, 2022
FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

MINUTES

1. Call to Order and Chair's Remarks

The Florida International University Board of Trustees' Governance Committee meeting was called to order by Board Chair Dean C. Colson at 12:15 PM on Tuesday, December 6, 2022.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Dean C. Colson, *Board Chair*; Roger Tovar, *Board Vice Chair*; Carlos A. Duarte (*joined after roll call*); Natasha Lowell; Gene Prescott; and Marc D. Sarnoff.

Trustees Cesar L. Alvarez and Chanel T. Rowe and University President Kenneth A. Jessell were also in attendance.

2. Approval of Minutes

Board Chair Colson asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on September 22, 2022. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on September 22, 2022.

3. Action Items

G1. Proposed Amendments to the Bylaws of the Florida International University Board of Trustees

General Counsel Castillo presented the proposed amendments to the Bylaws of the Florida International University Board of Trustees (BOT) for Committee review. He referred to the updated redline draft of the proposed amendments. He explained that the proposed amendments principally stemmed from the State University System Florida Board of Governors (BOG) requirement that a university president serve as the corporate secretary to the university's board of trustees. General Counsel Castillo indicated that, consistent with the BOG's amendment to its regulation, the proposed amendments to the Bylaws of the BOT include the removal of the same requirement in the FIU Board of Trustees Bylaws that previously would require the University President to serve as the Corporate Secretary of the BOT. He also pointed out that the amendments proposed that the BOT Chair, jointly with the University President, select a University employee to serve as the Corporate Secretary. General Counsel Castillo stated that while no longer requiring that the University President serve as the Corporate Secretary, the amendments, consistent with the current Bylaws, confirm that the University President serves as the Chief Executive Officer to the BOT and that reference is now included under the heading "Duties of the President". General Counsel Castillo noted that the amendments reflect that the President is responsible for all operations of the

University and for setting the agenda for meetings of the BOT jointly with the Board Chair. General Counsel Castillo commented on one (1) additional proposed amendment that removes the reference to the Modesto A. Maidique Campus in regard to the Student Government Association (SGA) President and makes the reference consistent with the SGA organizational structure where there is only one (1) SGA President. He added that previously the SGA organizational structure recognized two (2) presidents, one for each campus. He commented that this structure no longer exists.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees (the BOT) approve the proposed amendments to the Bylaws of the BOT.

G2. Confirming Reporting Obligations of Certain University Positions and Updating as to Those Positions the President's Powers and Duties Delegation Resolution Dated February 20, 2019

General Counsel Castillo explained that the proposed Resolution addresses the reporting lines of four (4) University positions, as well as an amendment to the Board of Trustees Delegations of Authority to the University President. With respect to the reporting lines component of the Resolution, he pointed out that the Resolution reflects that the following four (4) University positions are dual reports to the Board of Trustees and University President: the Chief Compliance and Privacy Officer, Chief Audit Executive, Corporate Secretary, and General Counsel. He indicated that, in recognition of and consistent with, BOG Regulations, the Office of Internal Audit Policy and Charter, the University's Compliance and Ethics Charter, and Florida Bar Rules, as applicable, the referenced four (4) positions report functionally to the Board of Trustees and administratively to the President.

General Counsel Castillo commented that the second component of the proposed Resolution relates to the Delegations of Authority, which the Board of Trustees adopted on February 20, 2019. He mentioned that under section 3(c) of the Delegations of Authority, the University President is required to consult with the Board of Trustees Chair in regards to personnel decisions such as the hiring, firing, and compensation for certain positions, including positions of Vice President, Athletic Director, Head Coach, or other executive direct report position to the President or the Board of Trustees. General Counsel Castillo pointed out that the proposed Resolution amends the Delegations of Authority by expressly enumerating the positions of Chief Compliance and Privacy Officer, Chief Audit Executive, Corporate Secretary, and General Counsel and requiring that said types of personnel decisions result out of the joint agreement of the Board of Trustees Chair and University President.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend to the Board of Trustees (i) to document by resolution the reporting obligations of the positions of the Chief Compliance and Privacy Officer, Chief Audit Executive, Board of Trustees Corporate Secretary, and General Counsel to both the President and the Board of Trustees as described in the Board materials and (ii) to update the President's Powers & Duties Resolution dated February 20, 2019 (the "Delegation Resolution") to expressly enumerate these positions as requiring joint approval of the President and Chair of Board of Trustees in personnel actions as described in the Board materials.

G3. Direct Support Organizations Board Appointments

Senior Vice President for University Advancement Howard R. Lipman presented, for Committee review, the new fellows and director appointments to the FIU Foundation, Inc. Board of Directors. Sr. VP Lipman indicated that the FIU Foundation, Inc. Board of Directors Bylaws provide that Directors may elect individual(s) who have demonstrated extraordinary merit and distinction to serve as Foundation Fellows. He explained that the FIU Foundation, Inc. Board of Directors appointed two (2) new fellows, Trish and Dan Bell. He added that the FIU Foundation Inc. Board of Directors also appointed one (1) new director for an initial one-year term (*FY 2022-2023*), namely, Juan J. Martinez '90, MAcc '93.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees approve the appointments of the individuals listed in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

4. New Business

No new business was raised.

5. Concluding Remarks and Adjournment

With no other business, Board Chair Dean C. Colson adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Tuesday, December 6, 2022 at 12:15 PM.